



#14

WWW.MARVEL.COM

THE AMAZING

SPIDER-MAN



DIRECT EDITION



59606 04716 1

\$1.99 US \$2.99 CAN

TM & © 2004 MARVEL

MACKIE

BYRNE

GREEN



TM & © 2004 MARVEL



L2



MEADYNN'S
CALIFORNIA

KOHL'S
CLOTHING

SEARS

TM & © 2004 MARVEL

AT A DEMONSTRATION ON RADIOLOGY, HIGH SCHOOL STUDENT PETER PARKER WAS BITTEN BY AN IRRADIATED SPIDER FROM WHICH HE GAINED THE ARACHNID'S INCREDIBLE ABILITIES. WHEN A BURGLAR KILLED HIS BELOVED UNCLE BEN, A GRIEF-STRIKEN PETER VOWED TO USE HIS GREAT POWERS IN THE SERVICE OF HIS FELLOW MAN, BECAUSE HE LEARNED AN INVALUABLE LESSON: WITH GREAT POWER MUST ALSO COME GREAT RESPONSIBILITY. STAN LEE PRESENTS!

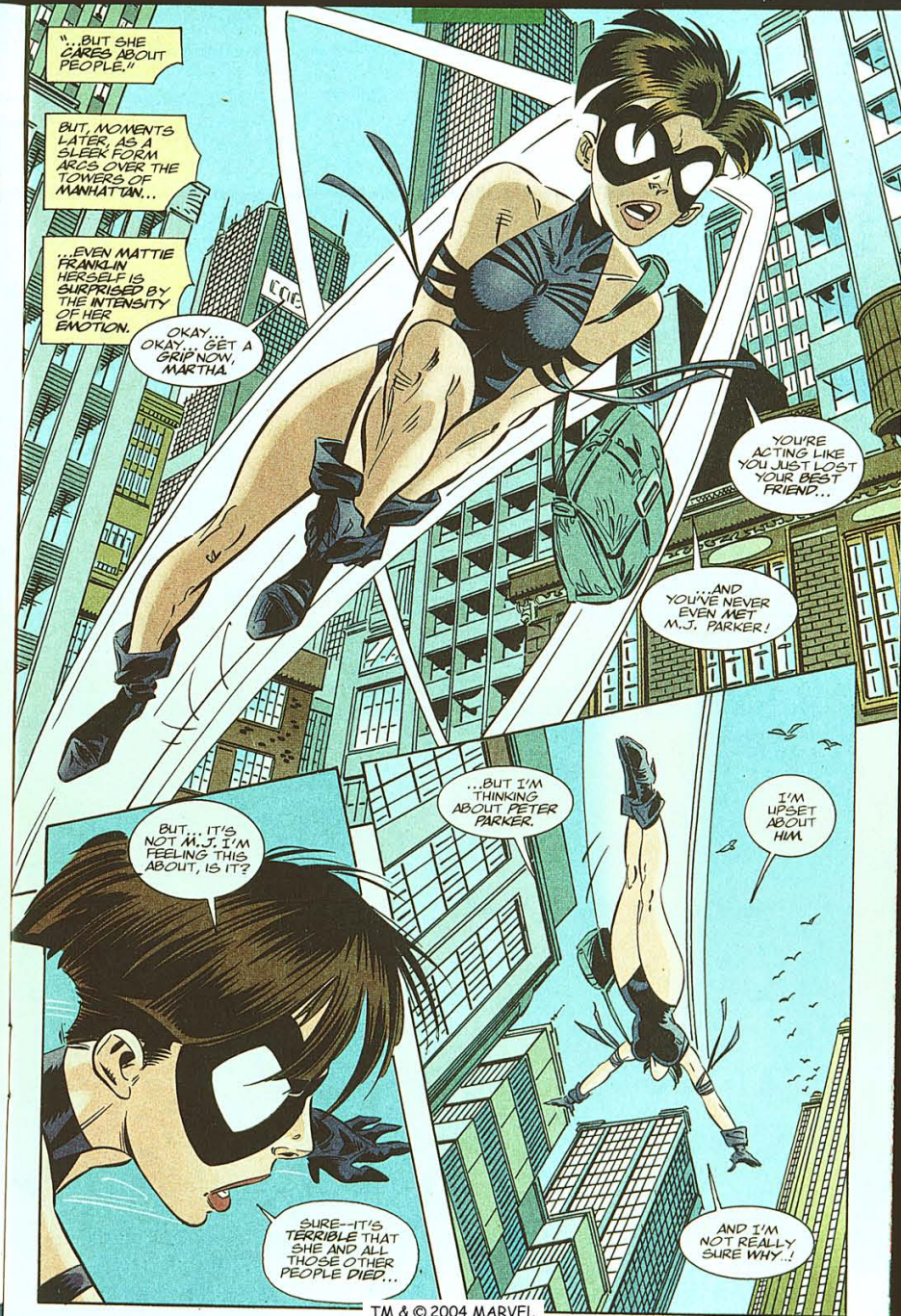
THE AMAZING SPIDER-MAN!

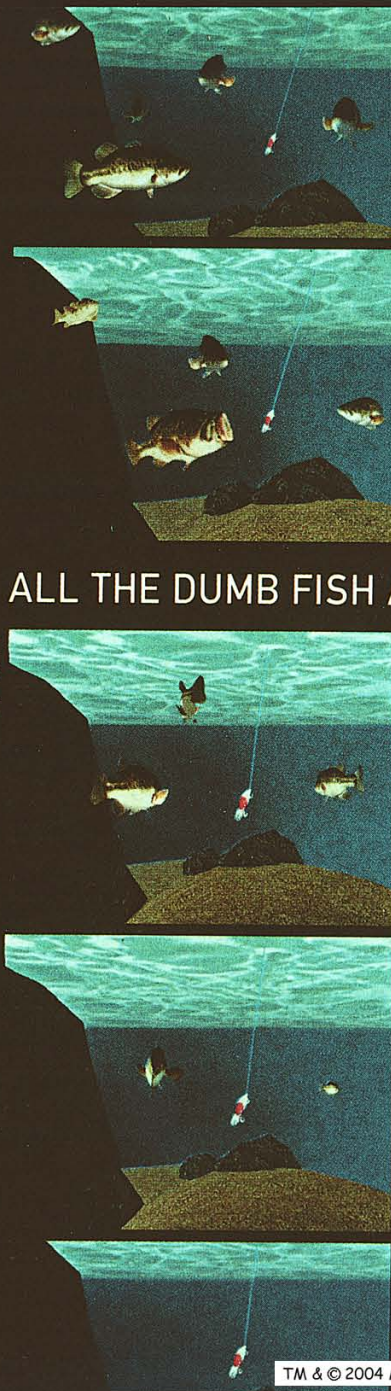
A SURFEIT OF SPIDERS



THE AMAZING SPIDER-MAN: Vol. 2, No. 14, February, 2008. (ISSN #0274-5232) Published by MARVEL COMICS, a division of MARVEL ENTERPRISES, INC. Peter Cuneo, President; Avi Arad, Chief Creative Officer; Stan Lee, Chairman Emeritus. OFFICE OF PUBLICATION: 387 PARK AVENUE SOUTH, NEW YORK, N.Y. 10016. PERIODICALS POSTAGE PAID AT NEW YORK, N.Y. AND AT ADDITIONAL MAILING OFFICES. Published monthly. Copyright © 1999 Marvel Characters, Inc. All rights reserved. Price \$1.99 per copy in the U.S. and \$2.99 in Canada. Subscription rate for 12 issues: U.S. \$23.88, foreign \$35.88, and Canadian subscribers must add \$10.00 for postage and GST. GST #R12309252. No similarity between any of the names, characters, persons, and/or institutions in this magazine with those of any living or dead person or institution is intended, and any such similarity which may exist is purely coincidental. This periodical may not be sold except by authorized dealers and is sold subject to the condition that it shall not be sold or distributed with any part of its cover or markings removed, not in a mutilated condition. SPIDER-MAN (including all prominent characters featured in this issue and the distinctive likenesses thereof) is a trademark of MARVEL CHARACTERS, INC. POSTMASTER: SEND ADDRESS CHANGES TO THE AMAZING SPIDER-MAN, c/o MARVEL DIRECT MARKETING CORP./SUBSCRIPTION DEPT., P.O. BOX 1979 DANBURY, CT 06813-1979. TELEPHONE # (203) 743-5331. FAX # (203) 744-9944. Printed in the U.S.A.

TM & © 2004 MARVEL





UNFORTUNATELY FOR YOU,
ALL THE DUMB FISH ARE IN OTHER GAMES.

Sega Dreamcast.
IT'S THINKING

SEGA
BASS FISHING™

— Cruise around Lake Paradise stalking crafty, mega-lifelike lunkers that ponder time of day, weather, location, lure type and motion before deciding to chomp. Moving gills, slapping tails, bitchin' fishing.

EVERYONE
E
TODAY WE ARE
EVERYONE

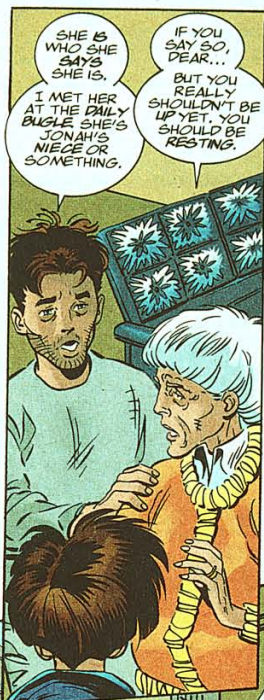
TM & © 2004 MARVEL



OH--YOU MUST BE MRS. PARKER, PETER'S AUNT, RIGHT?
I'M MATT FRANKLIN. I'M A... FRIEND OF PETER'S.

A "FRIEND" WHO WALKS INTO PEOPLE'S HOMES UNANNOUNCED?
YOU JUST STAY RIGHT WHERE YOU ARE, YOUNG LADY, I'M GOING TO CALL SECURITY...

NO, AUNT MAY...



SHE IS WHO SHE SAYS SHE IS.

IF YOU SAY SO, DEAR... BUT YOU REALLY SHOULDN'T BE UP YET. YOU SHOULD BE RESTING.



RESTING ISN'T GOING TO DO ANYTHING, AUNT MAY.

HAVE THE AIRLINE PEOPLE CALLED AGAIN, YET?

NOTHING SINCE LAST NIGHT.

I'M... REALLY SORRY ABOUT THIS, PETER.



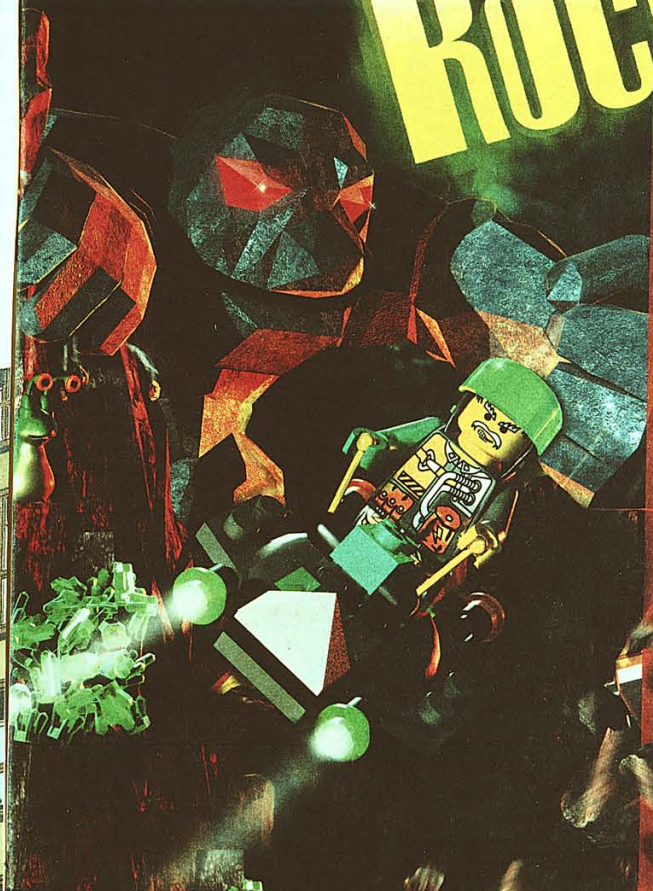
"I KNOW HOW IT FEELS TO LOSE SOMEONE YOU LOVE..."

IN THAT PENTHOUSE APARTMENT. THERE.

MY QUARRY IS THERE

TM & © 2004 MARVEL

Get Ready To Rock!



Mine Deep Underground



Watch-Out for Rock Monsters!



Control Heavy Machinery



Explosive Action!



Take control as you command the stranded Rock Raider team. Your mission is to dig for LEGO Power Crystals which are vital to your crews survival. To achieve the objective, you'll need to take control of a fleet of the most futuristic mining equipment the galaxy has ever seen. However, always beware to avoid the looming Rock Monsters. So, join the Rock Raiders crew for High Adventure... Deep Underground!

PC
CD
ROM



High Adventure Deep Underground

TM & © 2004 MARVEL

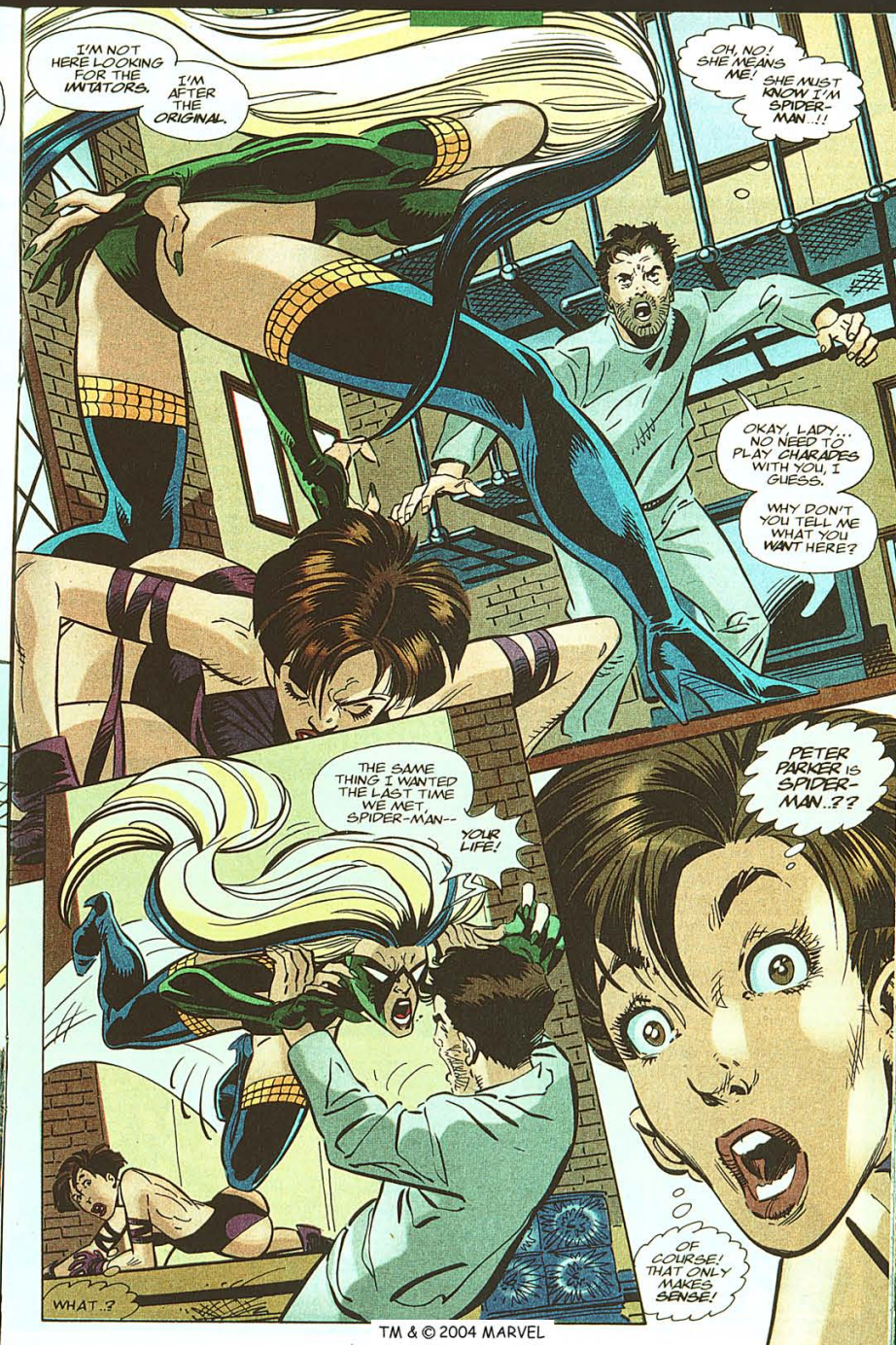
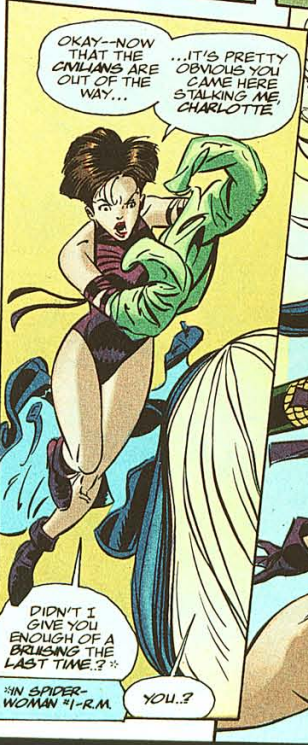
Now Available!

Coming Soon.

© LEGO and the LEGO logo are registered trademarks of the LEGO Group. © 1999 The LEGO Group.
PlayStation and the PlayStation logos are registered trademarks of Sony Computer Entertainment Inc.

www.LEGO.com





BULLPEN BULLETINS

AVAILABLE DECEMBER 15TH
AVENGERS CASEBOOK

In the style and format of the ENCYCLOPEDIA DEADPOLICA, this compilation gives both new readers and veteran fans the lowdown on Volume 3 of AVENGERS, covering AVENGERS #1-22 as well as the 1998 and 1999 Annuals! Featuring behind-the-scenes info about the making of these classic stories!

BISHOP: THE LAST X-MAN

Bishop and his posse, searching for their lost friend Nom, venture into the heart of the city of the sky-faring Kib. But will this mysterious race join the Last X-Man in his war with the Chronomancer, or will their own alliances align them as enemies? By JOSEPH HARRIS and GEORGES JEANTY!

BLAZE OF GLORY

Can this ragtag collection of former allies pull together and stop the sacrifice of an innocent town for the sake of corporate greed? Especially when a land baron has also hired the infamous bounty hunter called Gunhawk? And what about the Ghost Rider? He's dead...or is he? By JOHN OSTRANDER and LEONARDO MAMOLI!

CAPTAIN AMERICA

Things aren't looking too good for Captain America! Not only is he chained up and near drowning, but his partner the Falcon is strapped to a missile containing enough anthrax to decimate half the world's population. Well, at least Cap has new writer Dan Jurgens and penciler Andy Kubert in his corner! By DAN JURGENS and ANDY KUBERT!

GALACTUS THE DEVOURER

Virtually every heavyweight hero stars in this planet-shattering conclusion! The Avengers, the Starjammers, the Imperial Guard, the Fantastic Four and the Silver Surfer make their last stand to save the Shi'ar homeworld! If they succeed in destroying Galactus, the universe will be saved... or will it? By LOUISE SIMONSON and JOHN BUSCEMA!

HULK

Deprived of the power of the Hulk, and held in the custody of SHIELD, Bruce Banner stands trial for the crimes committed in his stead by Tyrannus! But salvation may come from an unexpected source in the form of... a hundred Hulks? By JERRY ORDWAY and RON GARNEY!

PETER PARKER: SPIDER-MAN

Look out! It's an official stop on the Hulk Smash World Tour! Emotions reach strange release, sometimes in misdirected anger. And in the case of Peter Parker, the object of his misdirected anger is none other than the rampaging monstrosity that was born in the heart of a gamma bomb explosion! By HOWARD MACKIE and JOHN ROMITA JR.!

THUNDERBOLTS

The Thunderbolts grapple with the devastating loss they suffered last issue—even as the architect of their misery targets his next victim! Has Mach-1 reverted to his former identity, or is something even stranger afoot? By FABIAN NICIEZA and MARK BAGLEY!

UNCANNY X-MEN

In the wake of the war to stop Apocalypse, what is the fate of Genosha? The X-Men have been forced into an alliance with their most deadly enemy... and when the smoke clears, one of their own will join the ranks of Magneto! By ALAN DAVIS & BEN RAAB and BRETT BOOTH!

X-51

The Sentinels usually reserve their robotic wrath for mutants such as the X-Men. But now, the X is on another target when the Hellfire Club's Sebastian Shaw sends the cybernetic sentries on the trail of X-51! By KARL BOLLERS and JOE BENNETT!

X-MAN

Trapped and poisoned by the Horseman known as Pestilence, Nate Grey awakens in a Marvel Universe where he never existed! Would it have been a wonderful life if he had never journeyed to our world? By TERRY KAUJANG and MIKE MILLER!

X-MEN

It's the final showdown between the Children of the Atom and humanity's greatest threat! Enemies will become allies... destinies will be fulfilled... and, for one, the ultimate sacrifice will be made! By ALAN DAVIS!

H.I. Heroes!

Let's move fast 'cause our brand-new No-Prizes are burning a hole in my pocket! Besides, I know how eager you all must be to meet our first lucky recipient, whose name is Siddhanth De of New South Wales, Australia. Wow! I oughta award myself a No-Prize for spelling his name right! Anyway, here's what ol' Sid wants to know...

"Did you once sign your stories 'Eel Nats' as your pseudonym in comicbooks?"

Yep, I did, Mr. De, way back in the forties.

But I think I used "Neel" instead of "Eel." The reason for that shameless deception was -- I was writing almost all the stories in our mags at the time and didn't want the same writer's name to appear on every yarn. So I signed some tales "Stan Lee," some "S.T. Anley," and some "Neel Nats" (which, of course, was Stan Lee spelled backwards, with an extra "N" tossed in just to confuse everyone!) In fact, that reminds me of the time I wrote most of our romance comics in the '50s. They were all supposed to have been written by the heroines themselves, so I wasn't able to sign my name as the writer. I mean, versatile as I may be, everyone knows I'm no heroine. So I took the craven way out and wrote: "As told to Stan Lee," hoping readers would think I was simply relaying incidents which girls confessed to me!

Bernardo Berton of Porto Alegre/RS-Brazil really exposes my stupidity with this one...

"As every physicist knows, Gamma particles are pure destructive force and are the type of radiation that have the greatest penetration potential, but are lethal to humans. When you created the Hulk's background, did you know all that stuff or did you just decide to use Gamma radiation by pure chance?"

Bernie, ol' pal, when I dreamed up the Hulk I never even knew there were such things as Gamma particles! I just used the



expression "Gamma radiation" because I liked the sound of it! But hey, maybe I was actually a scientific genius and didn't even know it!

Here's one from the good ol' U.S. of A! Paul Thiel of Crescent Springs, KY asks...

"I recently had the opportunity to see the Dr. Strange movie again on the Sci-Fi channel. Was it just a coincidence that the Ancient One looked a lot like you?"

Aw, c'mon, Paul. Just because I'm not exactly a teenager anymore, now you're comparing me to the Ancient One? Of course it was just a coincidence. Although, come to think of it, the A.O. was played by John Mills and he was a pretty classy-looking guy, wasn't he? Hmm, I wonder how I'd look with an amulet around my neck?

Let's wrap this issue's fun-fest with this sage query from James Clark of Lubbock, TX...

"How come J. Jonah Jameson doesn't realize that the reason Spider-Man wears a mask is to protect his family and friends from his deadly enemies?"

It's simple, Jimmy -- poor culture-challenged Jonah just doesn't read Spider-Man comics!

Now for the best part -- our address: Soapbox, Marvel, 387 Park Ave S, NY, NY 10016 or stan@soapbox.com. Till next ish, don'tcha dare forget -- it's time to take a load to teal!

Excelsior!

Stan Lee



Virtual Lifeline to the House of Ideas!

If you haven't already signed up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

up for the free up for the free

This week's chat scheduled!

12/16 @ 9:30pm ET

EARTH'S MIGHTIEST CHAT with

Writer, Kurt Busiek and Editor, Tom Brevoort!

12/20 @ 8pm ET

COMICS LEGEND -- John Romita Sr.!

12/21 @ 9pm ET

The official MARVEL KNIGHTS chat with -- Joe Quesada and Jimmy Palmiotti!

12/21 @ 10pm ET

INHUMANES and INCREDIBLE HULK

Writer -- Paul Jenkins!

AOL Keyword: Marvel

All Chat schedules subject to change/cancellation

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

www.Marvel.com/news

Proudly presented by
LONE STAR COMICS

my
comicshop.com



Over 1,000,000 Comics!
Thousands of comics added weekly!

And Lone Star's low, low prices are good EVERY day of the year!

Compare our prices to the other guys' and you'll see why we don't need to run sales!
PLUS, you get the kind of service you've always wanted...

POWERFUL! - A search engine that makes finding what you want a breeze, plus pictures of more than 20,000 of our back issue comics! Thousands of comics are processed weekly to provide the best possible selection!

EASY! - Our on-line ordering system makes placing your order simple and offers an unparalleled level of personalized service! You can order back issues, toys, games, and subscription service items - all in one easy trip!

FAST! An order placed by 9AM CST Mon-Thurs ships the very next day! If placed by 9AM CST on Friday, it ships on Monday, and weekend orders ship on Tuesday! Orders ship UPS, so we can track most orders right to your door!

PERSONALIZED! E-Mail confirmations when your order is processed, then shipped! You can check on the status of an order at any time using your password! No other back issue source offers this level of service!

A SUBSCRIPTION SERVICE that's actually EASY to use...

If you've been disappointed by others, try the Lone Star way! We will bring the fun back to your comics collecting! We'll make it **SIMPLE!** With our system, you set up your own orders on-line! It's quick, easy, and YOU are in control at each and every step! You'll never miss an issue because of a data entry worker who loses your order, forgets about your standing orders, or forgets to add or drop your titles.

That's not all, though! Any time you want, just visit our web site and check the status of any of your ordered items in our **Customer Infocenter**, just a click and a password away!

A Megastore with everything that comics fans could want, including a fully stocked new comics rack...

*Each week's new comics pictured and available to order at 1PM CST on the day they are released!
*Over 6,000 games and miniatures! *Collectibles and toys! *A massive selection of graphic novels!
*More than 4000 science fiction and fantasy novels! *A huge selection of anime and manga!
*With eight big retail stores, almost 40 years' experience in comics, and a secure, state-of-the-art web site, Lone Star Comics is there when you need us with everything that you expect from your favorite comic store!

We are paying CASH and issuing credit for your comics!

Check out our **online buying list** to see which of your comics we need!

Don't have access to the internet? No problem!

Send \$2.00 (refunded with first order) to cover shipping, and we'll send you our back issue comics price list! Do you have comics to sell or trade? Great! We're buying and trading for all sorts of comics. Just check out our online buy/trade list or send \$1.00 and we'll mail you a printed copy!

Send to: Lone Star Comics at 511 E. Abram St., Arlington, TX 76010

Here's what customers like you have to say about our SUPER SERVICE...

*Great Website! Very easy to place an order! Easy to use! -Merrill M. in El Paso, TX *I got the package full of goodies from our trade. You guys are not only fast but efficient! -Nick in Charlotte, NC *Congrats on a great web site! I am a web applications programmer and know a well-designed site when I see one. -Bruno S. in Montreal, Quebec *I want to thank you for the fantastic job with my recent purchase. The selection and ease of use of your web site make the process much easier than I thought possible. I will return this site. You guys rock. You make it easy to find the back issues I've been looking for! -Mike S. in Los Angeles, CA *You folks are fantastic! Lone Star Comics was the first sub-service I used - some 15 years ago when I was in high school - and I am so glad to be back! -T. Moudry in Leitchfield, KY

LONE STAR COMICS has been serving comics fans and collectors since 1963! If you are in the Dallas / Fort Worth Metroplex, be sure to check out one of our eight fantastic store locations. Check out our web site for directions to each store!

ARLINGTON: 504 E. Abram St. (Between Collins and Cooper)
ARLINGTON: 5720 Forest Bend Dr. (I-20 and Green Oaks)
NORTH DALLAS: 11661 Preston Rd. (Preston at Forest)
FORT WORTH: 6312 Hulen Bend Blvd. (By AMC theater)
HURST: 931 Melbourne Rd. (North of Pipeline Rd.)
IRVING: 4550 N. Beltline Rd. (Opposite Irving Mall)
MESQUITE: 3600 Gus Thomasson (At Towne Crossing)
PLANO: 3100 Independence Parkway (West of Tom Thumb)

www.mycomicshop.com

BULLPEN BITS #31



BY CHRIS GIARRUSSO



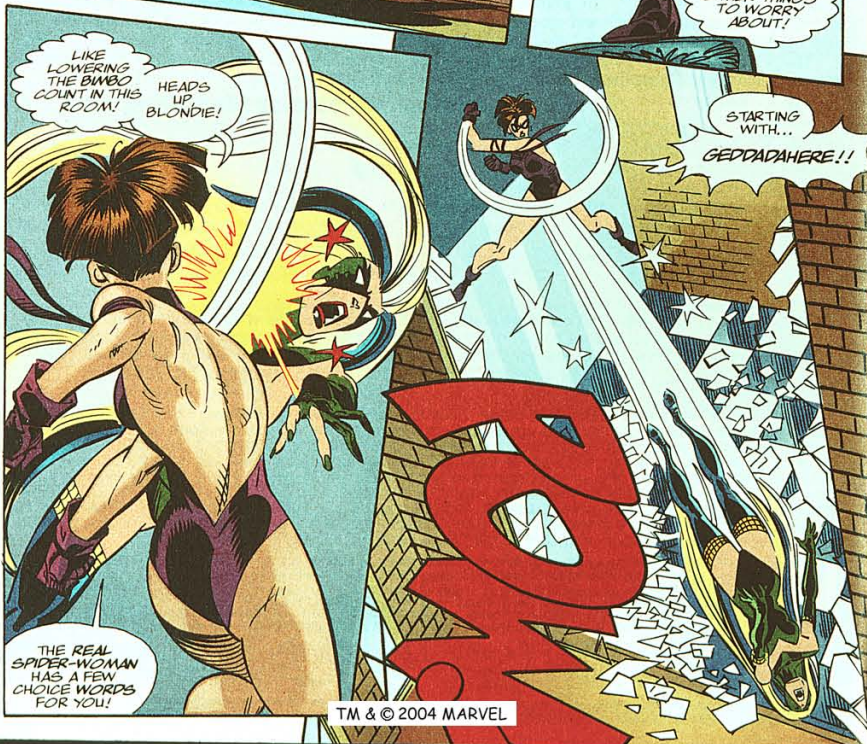
WHO GETS ALL THE BEST PICTURES OF SPIDEY FOR THE DAILY BUGLE?!

AND HOW ELSE WOULD A SCIENCE NERD LIKE PETER HAVE EVER CAUGHT A MEGABABE LIKE MARY JANE?



GOTTA ADMIT--HE'S LOOKIN' A WHOLE LOT CUTER TO ME...
...NOW THAT I KNOW WHO HE REALLY IS!

BUT RIGHT NOW I GOT OTHER THINGS TO WORRY ABOUT!



LIKE LOWERING THE BMW'S COUNT IN THIS ROOM! HEADS UP, BLONDIE!

STARTING WITH...
GEDDADAHERE!!

THE REAL SPIDER-WOMAN HAS A FEW CHOICE WORDS FOR YOU!

TM & © 2004 MARVEL



OH, MAN! LIKE I REALLY NEEDED THIS THIS MORNING!

I CAN'T LET MATTIE GO CHARGING AFTER THE OTHER SPIDER-WOMAN ON HER OWN!

AUNT MAY! EVERYTHING IS OKAY! BUT THIS DOOR IS JAMMED.

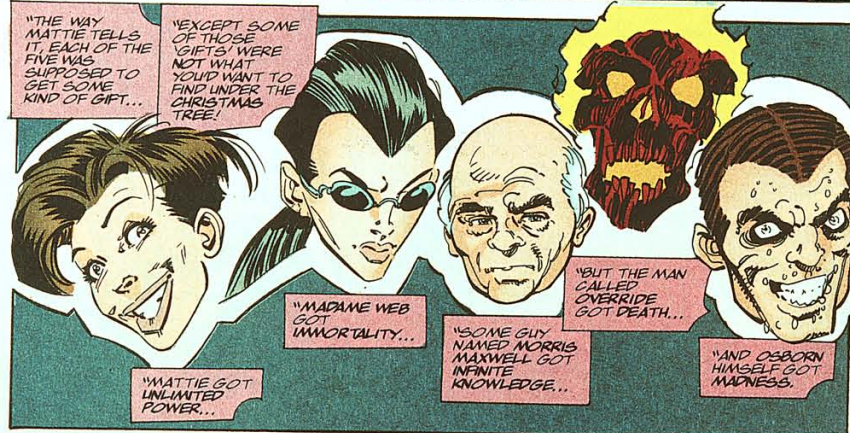
I'M GONNA GO FIND A LOCKSMITH!

PETER! WHAT HAPPENED OUT THERE?!

NOTHING I HOPE YOU'LL EVER HAVE NEED TO KNOW ABOUT, AUNT MAY!

I DON'T THINK YOUR HEART COULD TAKE IT, IF YOU EVER REALLY FOUND OUT I WAS SPIDER-MAN!

TM & © 2004 MARVEL



TM & © 2004 MARVEL

amazon.com® & milehighcomics.com™

Amazon.com®
Auction Sellers

Reach Amazon.com®s
12 million customers
with your rare and
unique comics for only
a dime per listing.
Try Amazon.com®
Auctions!

Buy & Sell
Comics on
the
Internet!

Mile High Comics.com™
is Buying!

Go to
www.milehighcomics.com™
and click on the "We're
Buying" button for a list of
selected prices we're paying.
Or e-mail us! We buy over 2
million comics per year!



zSHOPS®
www.amazon.com®/zshops®

Build your own
online comics
shop!

You can set up your own online
comics shop on Amazon.com®!
List up to 3,000 items in your
zSHOP® for only \$9.99/month.
Visit www.amazon.com® and
click on "zSHOPS®" for full
details on how to get started.

zSHOPS® rule!

Mile High Comics.com™
offers new comics
subscriptions

We also have 6 Million back
issues online. Prices as low
as 75¢ per comic! Also
action figures, cards, movie
posters & much more.
www.milehighcomics.com™



Amazon.com®/
Auction

Huge listings of back issue
comics, plus statues, toys
and more! There have been
some incredible bargains in
recent auctions...

www.amazon.com®
Earth's Biggest Selection!

www.milehighcomics.com™
America's Largest Comics Dealer!

TM & © 2004 MARVEL

"AND SHE SUCKED ALL OF MATTIE'S POWERS OUT OF HER FOR A WHILE..."

"BUT THE MYSTICAL NATURE OF MATTIE'S POWERS ALLOWED HER TO TAKE 'EM BACK!"

AND THE LAST THING I KNEW ABOUT ANYTHING...
...CHARLOTTE WAS COMPLETELY POWERLESS...
...AND BEING HELD BY MADAME WEB--WHO TURNED OUT TO BE HER GRANDMOTHER!

STARTING BY GETTING THE JUNIOR LEAGUE OUT OF THE FRAY!

OKAY, NOW THAT WE HAVE THAT ALL STRAIGHT IN OUR HEADS...

...LET'S DO THIS BY THE NUMBERS...

HEY!!

TM & © 2004 MARVEL

WHAT ARE YOU DOING SPIDEY!?

PUT ME DOWN! I HAD HER ON THE ROPES!!

DIDN'T LOOK THAT WAY TO ME, SQUIRT.

NOW YOU JUST HANG BACK AND LET THE GROWNUPS HANDLE THIS, KAY?

BUT...

BUT...

BUT...

HE'S TREATING ME LIKE A KID! JUST LIKE HE DID THE FIRST TIME WE MET!

DOESN'T HE KNOW WHAT I'VE BEEN DOING SINCE I BECAME SPIDER-WOMAN??

WELL--I'M NOT GONNA SIT BACK AND EAT POPCORN WHILE SPIDEY HAS ALL THE FUN.

IF HE HASN'T BEEN READING ABOUT MY ADVENTURES IN THE BUGLE...

TM & © 2004 MARVEL

open a new door to the world of comic books & art

midtowncomics.com

**ORDER ONLINE
WORLDWIDE SHIPPING**

Secure Online Shopping with the Largest
Comic Book Store in New York City.
Order New Comics In Advance.
Every Trade Paperback In Print
Statues, Models, T-Shirts & More.
Ordering Comics Has Never Been So Easy!

**MIDTOWN
COMICS**

TIMES SQUARE NYC
1(800)411-3344
212/302-8112
outside the US & within NYC

200 W. 40th St Cor. 7th Ave, NYC 10018 fax (212)302-4775



EXCITEMENT FOR THE EYE

2019 Three Chopt Road
DEPT M1299 Richmond, VA 23226
• • • • •
(804) 282-1919

MISSED AN ISSUE?

Don't travel miles to find
WHAT YOU NEED
We will send comics right
TO YOUR HOUSE

Find out what your comics
are REALLY worth-

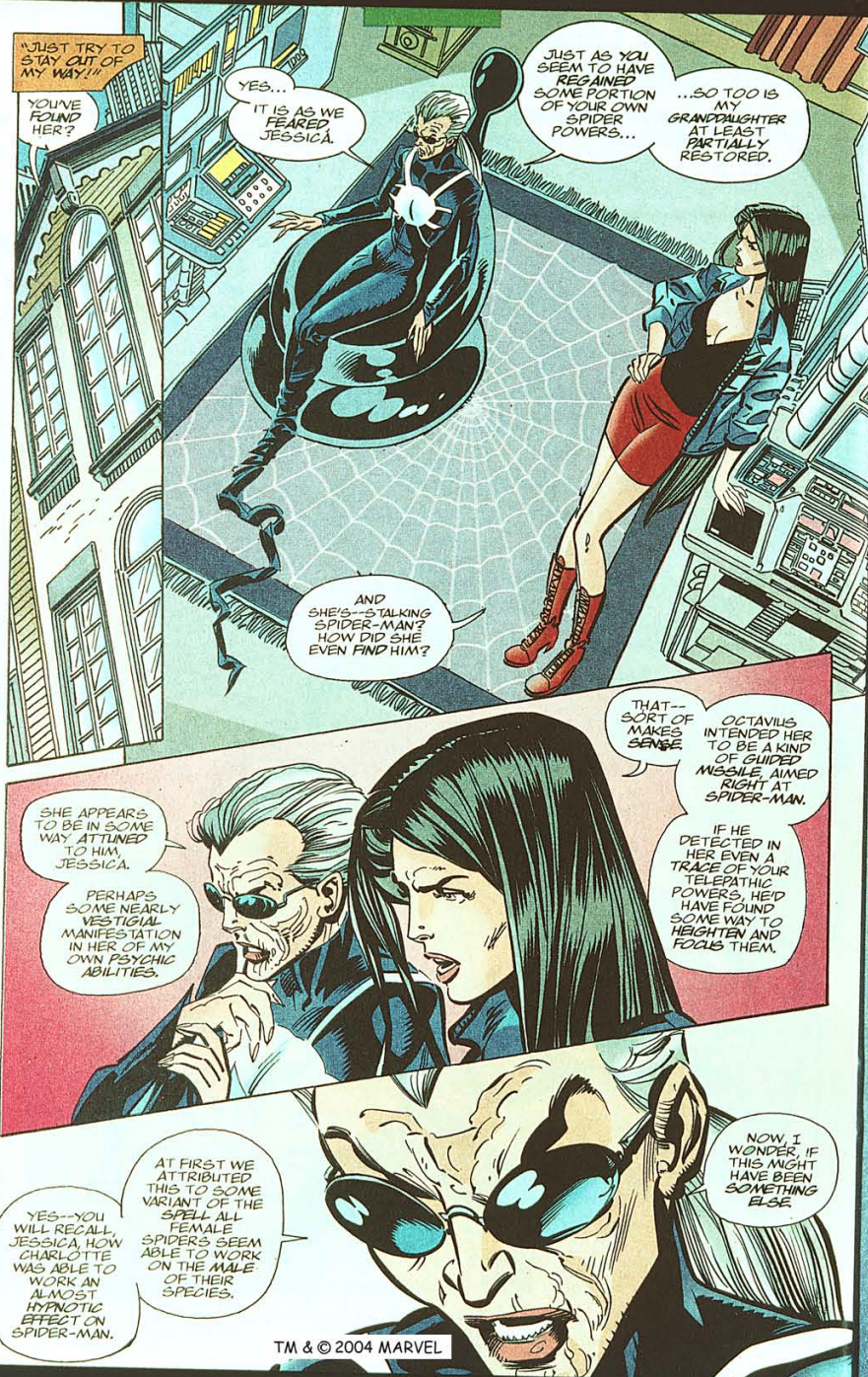
Send \$1.00 for a complete catalog today!
Most orders processed in one day!!!

NOW VISIT US ON THE WEB AT www.davescomics.com

TM & © 2004 MARVEL



TM & © 2004 MARVEL



TM & © 2004 MARVEL

SUBSCRIBE TODAY!

The untold adventures of the original X-Men!

A NEW MONTHLY SERIES BY
ACCLAIMED WRITER/ARTIST
JOHN BYRNE!

DISCOUNT OFFER ON THESE TITLES!

- 1 Title For \$21.97
- 2 Titles For \$20.97 each
- 3 Or More Titles For \$19.97 each

SPIDER-MAN

- ☐ **AMZ** Amazing Spider-Man
- ☐ **SPI** Peter Parker: Spider-Man
- ☐ **SPW** Spider-Woman
- ☐ **SPG** Spider-Girl

MARVEL HEROES

- ☐ **AVE** Avengers
- ☐ **CAM** Captain America
- ☐ **DDV** Daredevil
- ☐ **FAN** Fantastic Four
- ☐ **INC** Hulk
- ☐ **IRM** Iron Man
- ☐ **THO** Thor
- ☐ **BLT** Thunderbolts

X-MEN

- ☐ **BSH** Bishop
- ☐ **CAB** Cable
- ☐ **DDP** Deadpool
- ☐ **GAM** Gambit
- ☐ **GEN** Generation X
- ☐ **MTX** Mutant X
- ☐ **XME** Uncanny X-Men
- ☐ **WOL** Wolverine
- ☐ **XFO** X-Force
- ☐ **MAN** X-Man
- ☐ **MEN** X-Men

**SATISFACTION
GUARANTEED**



Limited-Time Offer!
Subscribe to *X-Men: The Hidden Years*
for the low price of **\$19.97**

- ☐ **XHY** *X-Men: The Hidden Years*

Exclusive Subscriber Savings and Services

- LOWER PRICES ON RENEWAL!
- Satisfaction guaranteed or your money back on all remaining issues!
- IMPROVED PACKAGING
All issues are mailed with cardboard backing in new weather resistant cellophane bags!

Ordering is fast and easy!

☐ **Yes! Sign me up for home delivery of the comics I've checked. I deserve the most in savings, convenience, service, and selection!**

My satisfaction is guaranteed!

Check off the subscriptions you want delivered to your home (12 issues each) and return this page or a copy to:

MARVEL DIRECT MARKETING,
P.O. BOX 1979, DANBURY, CT 06813.

Please provide credit card information or make your check or money order payable to "Marvel Direct Marketing Inc." For even faster service call: (203) 743-5331 Fax: (203) 744-9944 and have your credit card handy! Provide credit card information when ordering by phone.

OFFER GOOD UNTIL 4/30/2000.

YES, YOU CAN PHOTOCOPY THIS AD!

Please print:

NAME OF READER _____ DATE OF BIRTH (M/D/Y) _____

STREET ADDRESS _____

CITY _____ STATE _____ ZIP _____

of subscriptions _____ Amount enclosed: \$ _____

Charge my: ☐ VISA ☐ MasterCard ☐ Discover Card ☐ AMEX

CREDIT CARD # _____ EXPIRATION DATE _____

NAME OF CREDIT CARD HOLDER (IF DIFFERENT FROM ABOVE) _____

TM & © 2004 MARVEL

SIGNATURE FOR CREDIT CARD ORDERS

Canada, add \$10.00 per title (in U.S. funds only, includes GST#R127032852). Foreign, add \$12 per title in U.S. funds only. Allow 6 to 10 weeks for delivery of your first issue. TM & © 1999 Marvel Enterprises Inc. All rights reserved.

H9CMD6

Visit us on the web at: www.marvel.com

"SOMETHING WHICH MIGHT PROVIDE AN ALL-IMPORTANT KEY IN THIS MATTER!"

"SPIDEY'S DOIN' OKAY AGAINST CHARLOTTE..."

"IT'S ALMOST AS IF HE'S TRYING TO FIGHT HER WITHOUT LOOKING AT HER!"

"HOLY COW! THAT MUST BE EXACTLY WHAT HE'S DOING!"

"...BUT NOT AS GOOD AS HE SHOULD BE DOING!"

"IT'S THAT SPIDER-HYPNOTISM SHE WHACKED HIM WITH THE LAST TIME!"

"HE'S TRYING NOT TO MAKE EYE CONTACT SO SHE CAN'T DO IT AGAIN!"

"SPIDER-WOMAN!"

WOK!

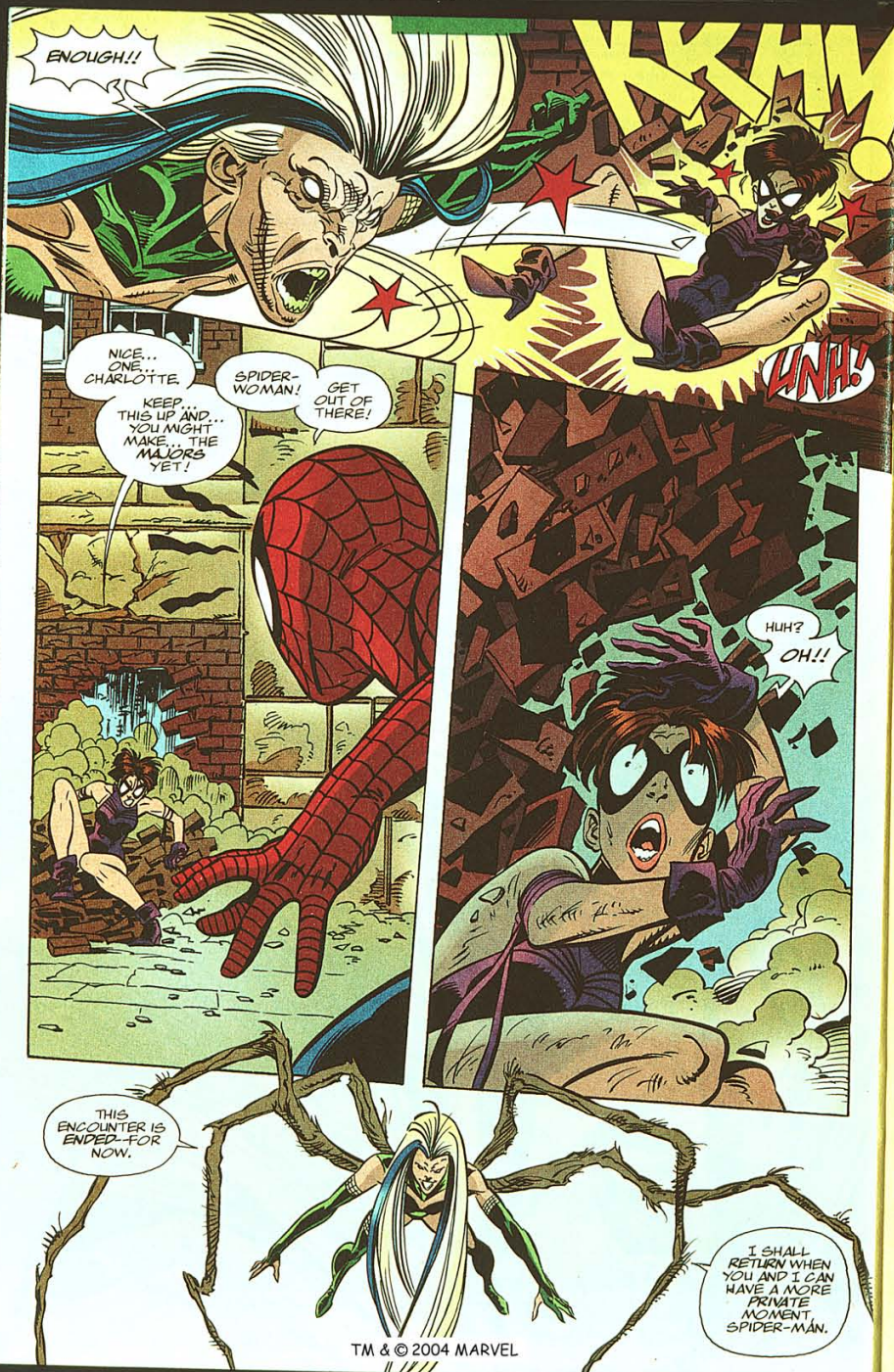
BLOW!

"VERY GOOD, SPIDEY!"

"YOU MAY GET THE HANG OF THIS YET!"

"AND SPEAKING OF HANGING... 'SCUSE ME WHILE I HANG A COUPLE ON THIS WHITE-EYED WANNABE!"

SPRAK!

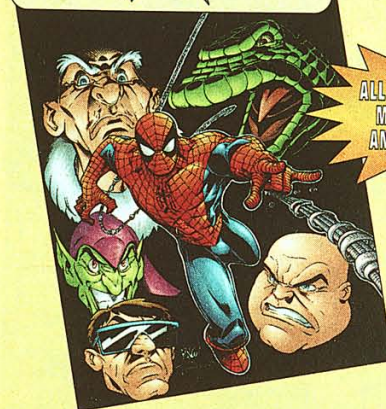


TM & © 2004 MARVEL

MARVEL
COMICS

THE HEROES YOU LOVE
THE STORIES YOU REMEMBER
THE COMICS YOU CAN NOW SHARE

MARVEL SELECTS
SPIDER-MAN



ALL NEW COVERS BY
MIKE WIERINGO
AND ALAN DAVIS!

■ **CLASSIC COMICS:** REPRINTING
TWELVE TERRIFIC TALES OF TRIUMPH AND
TRAGEDY FROM THE '70S AND '80S!

■ **GREAT GIFTS:** INTRODUCE A NEW
READER TO THE MARVEL UNIVERSE WITH
STORIES YOU KNOW WILL DELIGHT ALL AGES!

■ **DELUXE PRESENTATION:** THE
COLORS OF YESTERYEAR WILL LEAP TO LIFE
WHEN PRINTED IN THE PRESTIGE FORMAT!

■ **AFFORDABLE PRICES:** EACH
12-ISSUE SERIES IS ONLY **\$24.95!** THAT'S A
FRACTION OF THE COST THAT THE ORIGINAL
ISSUES ARE NOW WORTH!

MARVEL SELECTS
Fantastic Four

☐ **MSS** Marvel Selects: Spider-Man
(12 issue limited series) - \$24.95

☐ **MSF** Marvel Selects: Fantastic Four
(12 issue limited series) - \$24.95

SPECIAL COMBO OFFER!
(SAVE \$3.00!)

Order both Marvel Selects titles for
only **\$20.95** each!

☐ **Yes!** I want both titles for the
low, low price of just **\$41.90!**

SATISFACTION IS GUARANTEED OR YOUR MONEY BACK!
Check off the subscriptions you want delivered to your
home (12 issues each) and return this page or a copy to:
MARVEL DIRECT MARKETING, P.O. BOX 1979,
DANBURY, CT 06813. Please provide credit card information
or make your check or money order payable to
"Marvel Direct Marketing Inc." For even faster service
call: (203) 743-5331 or Fax: (203) 744-9944 and have
your credit card handy! All issues are mailed with card-
board backing in weather resistant cellophane bags.

OFFER GOOD UNTIL 12/31/2000
YES, YOU CAN PHOTOCOPY THIS AD!

U.S. residents only. Allow 6 to 10 weeks for delivery of your first issue. TM & © 1999 Marvel Enterprises, Inc. All rights reserved.

This subscription is for (check one) ☐ Self ☐ Gift

PLEASE PRINT:

NAME OF RECIPIENT

DATE OF BIRTH (M/D/Y)

STREET ADDRESS

CITY

STATE

ZIP

of subscriptions

Amount enclosed: \$

Charge my:

☐ VISA

☐ MasterCard

☐ Discover Card

☐ AMEX

CHARGE TO:

NAME OF CREDIT CARD HOLDER (IF DIFFERENT FROM ABOVE)

CREDIT CARD #

EXPIRATION DATE

SIGNATURE FOR CREDIT CARD ORDERS

TM & © 2004 MARVEL

H9CSLO

Visit us on the web at: www.marvel.com



I LEAVE YOU WITH A CHOICE... PURSUE ME...

...OR SAVE THE LITTLE PRETENDER!

A CHOICE THAT'S NO CHOICE AT ALL!

MATTIE!

SHE'S OUT COLD, BUT SHE'S STILL ALIVE.

BREATHING IS WAY TOO SHALLOW, THOUGH!



DOESN'T FEEL LIKE ANYTHING IS BROKEN.

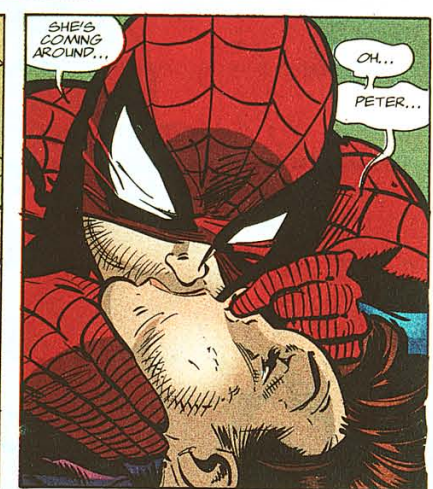
SAFE TO TRY MOUTH TO MOUTH...



MATTIE! WHAT...

DON'T SAY ANYTHING!

DON'T SPOIL THE MOMENT!



SHE'S COMING AROUND...

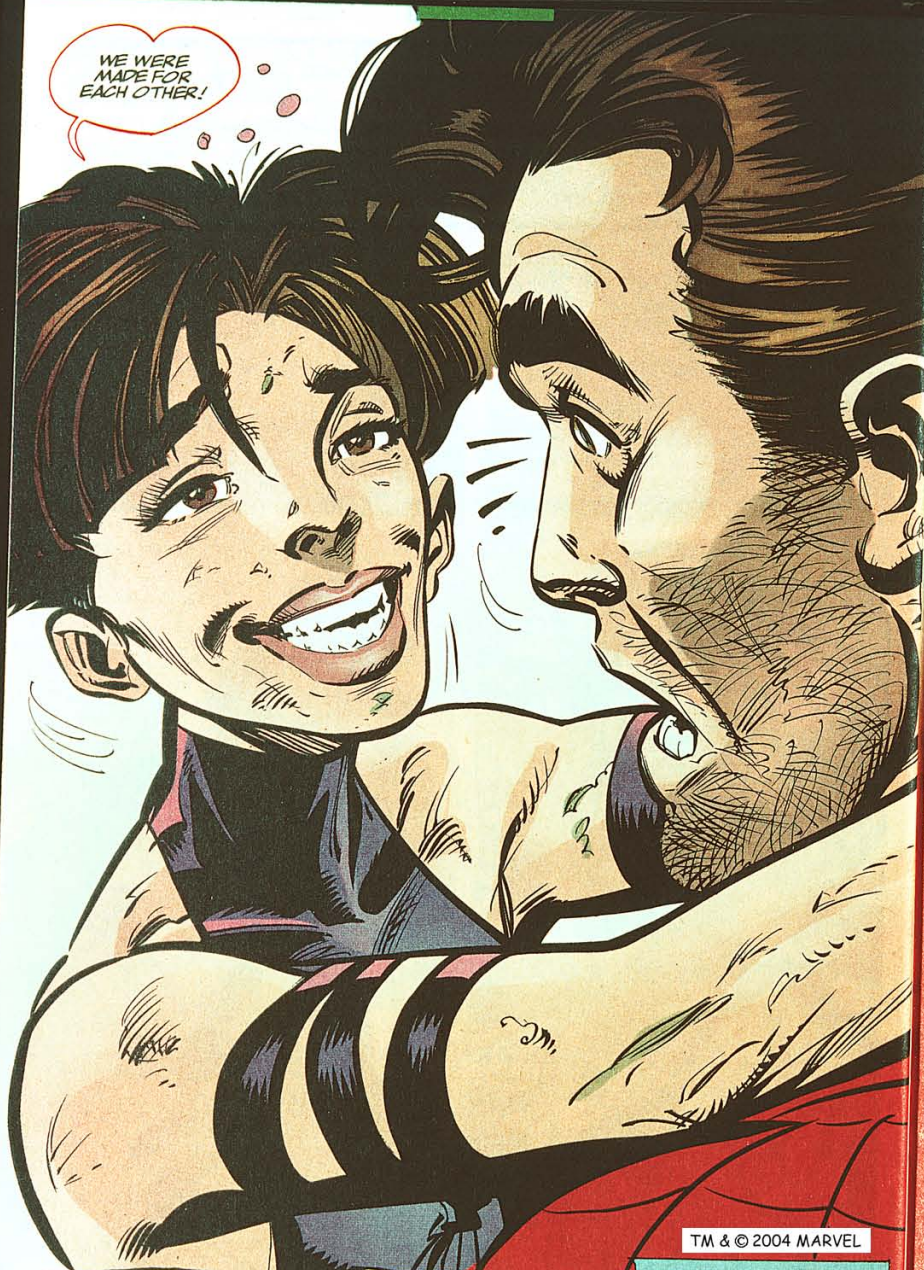
OH... PETER...



DON'T YOU SEE? DON'T YOU SEE HOW IT ALL COMES TOGETHER?

IT WAS MEANT TO BE! ME GETTING POWERS! M.J. DYING!

WE WERE
MADE FOR
EACH OTHER!



JOHN BYRNE
PENCILER-
LETTERER-
GUEST WRITER

DAN GREEN
ENBELLISHER

JOE ROSAS
COLORIST

RALPH MACCHIO
EDITOR

BOB HARRAS
EDITOR IN CHIEF

NEXT: OUR STORY GOES
FROM HERE TO SPIDER-WOMAN!
FOR THE TALE WE COULD ONLY DREAM OF.

BREAK OF HEARTS

TM & © 2004 MARVEL

THE SPIDER-SWEB

MATT
HICKS
ASSISTANT
EDITOR

RALPH
MACCHIO
EDITOR

BOB
HARRAS
CHIEF

Dear Ralf,
AMAZING SPIDER-MAN #10 was a bit of a disappointment. John Byrne's art was stellar as usual; it's just that the whole "man-who-is-really-a-woman-who-wants-revenge" thing was kind of lame. I mean, come on, guys. You can do better than this!

However, you did a good job of getting me into the whole Mary Jane/Stalker thing. Is this someone we've seen before, or some new menace to terrorize the lives of Peter and Mary Jane? I can't wait until the culmination of the current storyline, as well as the small matter of Venom's appearance in PETER PARKER.

So, until the Kinpin goes on a diet, Make Mine Marvel!

Andrew Lequyer
Burlington, ONT
CANADA

Can't say too much about the stalker "thing," Andrew, especially

since it appears that individual has been reduced to a pile of ashes. Sorry you didn't care for the whole "man-who-is-really-a-woman-who-wants-revenge" angle. Would you have preferred a "woman-who-is-really-a-man-who-wants-revenge"? Or perhaps "man-who-is-really-a-woman-who-just-wants-to-be-held"? Let us know; we've always maintained that the readers are the true editors here.

Dear Arachnights,

As I've come to expect from a Howard Mackie mag, there were some plus points and a few too many bad things present in AMAZING SPIDER-MAN #10. Good stuff included John Byrne's artwork (his Peter Parker may not be my favorite interpretation, but his Doc Ock and Spidey in action shots work well). Ock's presence itself was a good enough reason to pay the admission price; and there was a genuine element of mystery about the identity and agenda of Captain Power.

Right. And now the criticism:

1. I couldn't understand why Ock supposedly "allowed" himself to be captured by Power in the first place. He stated, "Twak deserves death for what he did. It is exactly why I orchestrated this charade." But why didn't Ock simply take Doc Twak out by himself? Why use an unpredictable pawn like Power? Especially since it required Ock to suffer humiliating defeat in front of the hospital staff in the previous issue and get strung up like a Christmas bauble this ish—neither of which seemed particularly integral to his plans.

2. Thankfully, Jill Stacy's burgeoning...acquaintance with Pete is at long last threatening to make her interesting, but brother Paul remains at best a poor man's Jonah Jameson—snarling toothlessly, predictably and, as far as I can see, pointlessly at our harassed hero whenever he steps into the spotlight. It must be taking a real effort to keep such a central character so inexpressibly bland.

3. Christina Carr—Captain Power—is a tragic and tormented figure. If this tragedy and torment had been emphasized by exploiting the deeper emotions and experiences of Carr herself, as well as of those around her, then she too would have risked doing a "Jill Stacy" and become a unique and strong character. As it is, she's currently just another victim in a long line of experiments gone wrong, and when the experiment in question spawned both the Spider and the Octopus, Carr simply had to impress from the outset. Shame, really, since the idea was a good one.

4. Finally, Doctor Octopus is long overdue a story to reestablish him as one of the preeminent Marvel villains. In one of the first Spider-Man stories I ever read, Ock almost razed Manhattan, virtually killed the Black Cat, maimed the Owl, and had Spidey fearing that their next battle could well be their last! Even the Kinpin admitted he was scared of Octopus! But on too many occasions he has been treated with disrespect by creators, and been defeated too easily (not only by super heroes, but also by the likes of Kaine and Hammerhead). He needs a major storyline in the Spider-books, and he needs it soon.

I'm hopeful of better things to

come. Make Mine Marvel.

Kevin Barron PMM FFF
Leeds, West Yorkshire
ENGLAND

Thanks, Kev, for yet another of your well-thought-out missives. Even when your comment runs primarily toward the critical, as with your comments on ASM #10, you never fail to generate more light than heat. Your points are well taken.

We can't wait to see what you thought of our Sinister Six epic that ran through our one year anniversary issues. Was Ock's credibility reestablished enough for you? Also on that note, we're happy to announce that next year we'll be releasing a SPIDER-MAN VS. DOCTOR OCTOPUS trade paperback collection, featuring the most memorable battles between these two titans. Respectful enough, Kev?

And now for a completely different take on Otto Octavius...

Dear Ralf,

Adding to what Tony Ingram said on the letters page of AMAZING SPIDER-MAN #10 in regards to Doctor Octopus costume: More important than his new/old (and very Kirbyesque) green jumpsuit (are those flared trousers he has on?) are his hair and his glasses. What's happened to those funky cheese wedge shades? They were cool! And the padding bowl cut? All the best characters have bowl cuts! Just look at Guy Gardner when he was still a Green Lantern. What I'm trying to say here is, mess about with Spider-Man's origin as much as you like. I'll ignore it for as long as I can, but when you mess with long established hairstyles, you run the risk of alienating a lot of your audience. Beware.

Pete Hammerson
Reading, Berkshire
ENGLAND

A couple of years ago, it was the consistency of MJ's hair. Now it's Ock's bowl cut. Anyone want to place bets on what will rise forth as the hair controversy of 2000?

NEXT ISSUE:

WHAT SHOCKING INFORMATION COULD LURE PETER ALL THE WAY TO LATVERIA? AND WHEN HE GETS THERE WILL HE FIND DOOM HOLDING THE REINS OF POWER OR...STROFER? WHO COULD POSSIBLY HAVE Lured SPIDEY INTO THIS HORNET'S NEST? LINE UP HERE NEXT MONTH, AND WE'LL HAVE YOUR ARRANGEMENTS MADE BY THE TRAVEL AGENCY OF MACIE, BYRNE AND GREEN. RALF WILL ARRIVE THREE WEEKS LATER ON THE OVERLAND EXPRESS.

SPIDER'S WEB  MARVEL COMICS
387 PARK AVENUE SOUTH • NEW YORK, NY 10016

IF YOU DON'T WANT YOUR NAME AND ADDRESS PRINTED, PLEASE LET US KNOW. LETTERS MAY BE EDITED FOR CONTENT AND LENGTH.

E-MAIL: MAIL@MARVEL.COM
MAKE E-MAIL "OKAY TO PRINT"

TM & © 2004 MARVEL

\$2.50; 16. \$1.70; 17, 18. 85¢; 19-23. \$1.70;	173. \$4.
---	-----------

[illegible]

participation, permission or notification and 2) that the aforementioned parties and Project Support Team, Inc. shall have no liability and will be held harmless for any liability, loss, injury or damage, including personal injury, death or damage to personal or real property, to participant or any other person or entity due in whole or in part, directly or indirectly, by reason of the acceptance, possession, use or misuse of any prize they win and any travel that may be related thereto or participation in this promotion. Winners List: For the names of the winners, send a handwritten, stamped envelope for receipt by 4/28/00 to: NBA/TSB Tuesday Night Basketball Winners, PO Box 5988, Uniondale, NY 11553.

TM & © 2004 MARVEL

ADVERTISEMENT



SPIDER-SENSE
TINGLING!

WHY? BECAUSE
NOT GETTING ENOUGH CALCIUM
CAN BE DANGEROUS! THAT'S WHY
I DRINK **THREE GLASSES** OF MILK A
DAY FOR STRONG BONES. HEY, WHEN
YOU'RE TRADING PUNCHES WITH
DOC OCK, CALCIUM IS YOUR
BEST FRIEND.

got milk?

© 1999 NATIONAL FLUID MILK PROCESSOR PROMOTION BOARD
SPIDER-MAN: A & © 2004 MARVEL CHARACTERS INC.

TM & © 2004 MARVEL

TM & © 2004 MARVEL